

Notice of meeting and resolutions to be proposed

Notice is hereby given that the ninety-seventh Annual General Meeting of BP p.l.c. ('BP' or the 'company') will be held at ExCel London, One Western Gateway, Royal Victoria Dock, London E16 1XL, United Kingdom, on Thursday 20 April 2006, commencing at 11.30 a.m., for the transaction of the following business.

The resolutions

RESOLUTION 1 – REPORT AND ACCOUNTS

To receive the report of the directors and the accounts for the year ended 31 December 2005.

See note on page 13.

RESOLUTION 2 – DIRECTORS' REMUNERATION REPORT

To approve the directors' remuneration report for the year ended 31 December 2005.

See note on page 13.

RESOLUTION 3

To re-elect Dr D C Allen as a director.

See biography on page 14.

RESOLUTION 4

To re-elect The Lord Browne of Madingley as a director.

See biography on page 14.

RESOLUTION 5

To re-elect Mr J H Bryan as a director.

See biography on page 15.

RESOLUTION 6

To re-elect Mr A Burgmans as a director.

See biography on page 15.

RESOLUTION 7

To re-elect Mr I C Conn as a director.

See biography on page 16.

RESOLUTION 8

To re-elect Mr E B Davis, Jr as a director.

See biography on page 16.

RESOLUTION 9

To re-elect Mr D J Flint as a director.

See biography on page 17.

RESOLUTION 10

To re-elect Dr B E Grote as a director.

See biography on page 17.

RESOLUTION 11

To re-elect Dr A B Hayward as a director.

See biography on page 18.

RESOLUTION 12

To re-elect Dr D S Julius as a director.

See biography on page 18.

RESOLUTION 13

To re-elect Sir Tom McKillop as a director.

See biography on page 19.

RESOLUTION 14

To re-elect Mr J A Manzoni as a director.

See biography on page 19.

RESOLUTION 15

To re-elect Dr W E Massey as a director.

See biography on page 20.

RESOLUTION 16

To re-elect Sir Ian Prosser as a director.

See biography on page 20.

RESOLUTION 17

To re-elect Mr M H Wilson as a director.

See biography on page 21.

RESOLUTION 18

To re-elect Mr P D Sutherland as a director.

See biography on page 21.

RESOLUTION 19 – REAPPOINTMENT OF AUDITORS

To reappoint Ernst & Young LLP as auditors until the conclusion of the next general meeting before which accounts are laid and to authorize the directors to set the auditors' remuneration for 2006.

See note on page 22.

RESOLUTION 20 – SHARE BUYBACK

To authorize the company generally and unconditionally to make market purchases (as defined in Section 163(3) of the Companies Act 1985) of ordinary shares with nominal value of \$0.25 each in the company, provided that:

- (a) the company does not purchase under this authority more than 2.0 billion ordinary shares;
- (b) the company does not pay less than \$0.25 for each share; and
- (c) the company does not pay more for each share than 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the company agrees to buy the shares concerned, based on share prices and currency exchange rates published in the Daily Official List of the London Stock Exchange.

In executing this authority the company may purchase shares using any currency, including pounds sterling, US dollars, and euros.

This authority shall continue for the period ending on the date of the Annual General Meeting in 2007 or 19 July 2007, whichever is the earlier, provided that if the company has agreed before this date to purchase ordinary shares where these purchases will or may be executed after the authority terminates (either wholly or in part) the company may complete such purchases.

See note on page 22.

RESOLUTION 21 – DIRECTORS' AUTHORITY TO ALLOT SHARES
(SECTION 89)

To renew, for the period ending on the date of the Annual General Meeting in 2007 or 19 July 2007, whichever is the earlier, the authority and power conferred on the directors by Article 13 of the company's Articles of Association to allot relevant securities up to an aggregate nominal amount equal to the Section 80 Amount of \$1,690 million.

See note on page 22.

RESOLUTION 22 – DIRECTORS' AUTHORITY

TO ALLOT SHARES (SECTION 89)

To renew, for the period ending on the date of the Annual General Meeting in 2007 or 19 July 2007, whichever is the earlier, the authority and power conferred on the directors by Article 13 of the company's Articles of Association to allot equity securities wholly for cash (a) in connection with a rights issue; and (b) otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the Section 89 Amount of \$253 million.

See note on page 22.

Note

Resolutions 1 to 19 inclusive and Resolution 21 will be proposed as ordinary resolutions. Resolutions 20 and 22 will be proposed as special resolutions. Resolutions 20 to 22 inclusive are items of special business.

By order of the board

David J Jackson

Company Secretary

17 February 2006

Notes for ordinary and preference shareholders, ADS holders and employee share plan participants can be found on pages 23-26.